#### Edgar Filing: ENTERPRISE FINANCIAL SERVICES CORP - Form 4

#### ENTERPRISE FINANCIAL SERVICES CORP

Form 4

February 27, 2014

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Goodman Scott Richard			2. Issuer Name and Ticker or Trading Symbol ENTERPRISE FINANCIAL SERVICES CORP [EFSC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last) 150 N. MERA	(First) MEC	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2014	Director 10% OwnerX_ Officer (give title Other (specify below) President
ST. LOUIS, M	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting
51,20015,11				Person

#### (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficial Code Beneficially (D) or (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common $A^{(1)}$ \$0 02/25/2014 2,295 A 30,742 D Stock Common F 751 (2) D 02/25/2014 29,991 D 18.29 Stock Common $A^{(3)}$ \$0 D 02/25/2014 4,659 34,650 Stock Common 1,533 F D 02/25/2014 33,117 D 18.29 Stock Common 401(k) 4,297 Ι Stock Plan (5)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	\$ 0 <u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	6,089
Stock Settled Stock Appreciation Rights	\$ 25.63					12/15/2007(8)	06/15/2017	Common Stock	5,753
Stock Settled Stock Appreciation Rights	\$ 20.63					12/15/2008(9)	06/13/2018	Common Stock	7,500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Goodman Scott Richard						
150 N. MERAMEC			President			
ST. LOUIS, MO 63105						

# **Signatures**

Person

/s/ Scott Richard Goodman	02/27/2014
**Signature of Reporting	Date

Reporting Owners 2

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## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares of restricted stock were awarded pursuant to the Company's 2013 Stock Incentive Plan.
- (2) Withholding of stock to satisfy tax withholding obligation on issuance of restricted stock.
- (3) The shares of common stock were awarded pursuant to the Company's 2013 Stock Incentive Plan.
- (4) Withholding of stock to satisfy tax withholding obligation on issuance of common stock.
- The reporting person holds units in the stock fund and the number of shares reported as indirectly held in the 401 (k) plan in this row is an (5) estimate of the number of shares of the issuer's Common Stock held in the unitized stock fund and allocated to the reporting person's account.
- (6) The RSUs were granted pursuant to the Company's 2013 Stock Incentive Plan. Each RSU represents the right to receive one share of Common Stock, subject to adjustment as provided in the Grant Agreement.
- The RSUs vest at a rate of 20% annually over five years, subject to continued employment of the reporting person. Vesting occurs on (7) December 15 of each year, commencing in the calendar year of the grant. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Common Stock.
- Each SSAR consists of the right to receive an amount, in common stock, equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR. The SSARs vest at a rate of 20% annually over five years, subject to continued employement of the reporting person. Vesting occurs on December 15 of each year, commencing December 15, 2007.
- Each SSAR consists of the right to receive an amount, in common stock, equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR. The SSARs vest at a rate of 20% annually over five years, subject to continued employment of the reporting person. Vesting occurs on December 15 of each year, commencing December 15, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.